



**VERTOZ LIMITED**

**(FORMERLY KNOWN AS VERTOZ ADVERTISING LIMITED)**

**Registered & Corporate Office:** 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai, Maharashtra, India – 400 080

**Corporate Identity Number:** L74120MH2012PLC226823

**Tel:** +91 22 6142 6030; **Fax:** +91 22 6142 6061

**Website:** [www.vertoz.com](http://www.vertoz.com) ; **Email:** [compliance@vertoz.com](mailto:compliance@vertoz.com)

**NOTICE**

NOTICE is hereby given that the Fourteenth (14<sup>th</sup>) Annual General Meeting of the Members of Vertoz Limited ("the Company") is scheduled to be held on **Tuesday, September 30, 2025, at 5:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business as set forth in the Notice convening the Meeting.

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the AGM shall be conducted through electronic mode only, without the physical presence of Members at a common venue.

For all statutory and regulatory purposes, the Registered Office of the Company, situated at, 602, Avior, Nirmal Galaxy, Opp. Johnson & Johnson, LBS Marg, Mulund (West), Mumbai – 400 080, Maharashtra, India, shall be deemed to be the venue of the AGM.

**ORDINARY BUSINESS:**

**1. To receive, consider and adopt:**

**a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 and the Reports of the Board of Directors and Auditors thereon;**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 and the Reports of the Auditor's and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted."

**b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 and the Reports of Auditors thereon and in this regard, pass the following Resolution(s), as Ordinary Resolution(s):**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 and the Reports of the Auditor's and the Board of Directors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2. To re-appoint Mr. Ashish Rasiklal Shah (DIN: 00092787), who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:



**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company, be and is hereby accorded to reappoint Mr. Ashish Rasiklal Shah (DIN: 00092787) who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment as the Non-Executive Director of the Company."

**SPECIAL BUSINESS:**

**3. Appointment of Secretarial Auditor:**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, M/s. U. Hegde & Associates, Practicing Company Secretary (ICSI Unique Code:- S2012MH18 8100) and Peer Reviewed Certificate No. 1263/2021) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company.

**FURTHER RESOLVED** that the Board of Directors of the Company (including any Committee thereof), be authorized on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalize, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution."

**Registered Office:**

602, Avior, Nirmal Galaxy,  
Opp. Johnson & Johnson, LBS Road,  
Mulund (West), Mumbai – 400 080.  
CIN: L74120MH2012PLC226823  
Email: [compliance@vertoz.com](mailto:compliance@vertoz.com)  
Website: [www.vertoz.com](http://www.vertoz.com)

**By Order of the Board**

**Sd/-**

**Zill Shah**

**Company Secretary & Compliance Officer**

**ACS No.: A51707**

**Mumbai**

**05<sup>th</sup> September 2025**

**NOTES:**

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 9/2023, 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 3, 2024 read with Circulars dated October 7, 2023, May 12, 2020, January 15, 2021, May 13, 2022, January 15, 2021, May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company at New Delhi shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting ("AGM"/ "Meeting") is annexed hereto. The Board of Directors of the Company has opined that the special business, considered unavoidable, be transacted at the 14<sup>th</sup> AGM of the Company.
3. Pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2"), the relevant information in respect of the Director seeking re-appointment at the AGM is attached as **"Annexure A"** and forms an integral part of this Notice.
4. The Registrar and Transfer Agent of the Company is M/s. KFin Technologies Limited ("KFintech"), shall be providing facility for e-voting and attending the AGM through video conferencing. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC
5. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2024-2025 are being sent only through electronic mode (by e-mail) to those members whose e-mail ids are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. As per Regulation 36 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available shall be sent to those shareholders whose email IDs are not registered.
6. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024-2025 will also be available on the Company's website at [www.vertoz.com](http://www.vertoz.com), websites of the Stock Exchange, i.e. the National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
7. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars read with the SEBI circulars, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this agm and hence the proxy form, attendance slip and route map of agm are not annexed to this notice.

8. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this Notice. The period of remote e-voting before the AGM commences on Thursday, 25<sup>th</sup> September 2025 (9:00 a.m. IST) and ends on Monday, 29<sup>th</sup> September 2025 (5:00 p.m. IST). The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 23<sup>rd</sup> September 2025.
9. The Company has appointed Mr. Umashankar Hegde (ACS 22133, COP 11161) Proprietor of M/s. U. Hegde & Associates, Company Secretaries, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and Mr. Umashankar Hegde has communicated his willingness to be appointed and be available for the purpose.
10. The Scrutinizer shall, immediately upon the conclusion of the e-voting conducted during the Annual General Meeting, first ascertain and count the votes cast electronically at the meeting. Thereafter, the Scrutinizer shall unblock the votes cast through remote e-voting, which took place prior to the AGM, in the presence of at least two independent witnesses, who shall not be in the employment of the Company.
11. Subsequently, the Scrutinizer shall prepare a consolidated report of the total votes cast in favour and against each resolution and shall submit the said report to the Chairperson of the Meeting, or to such other person as may be duly authorised in writing by the Chairperson for this purpose. The authorized person shall countersign the Scrutinizer's Report upon receipt.
12. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In line with the applicable circulars at least 1000 members will be able to join the AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
14. Members seeking or requiring any clarification or information in respect of accounts or any other matter to be placed at the AGM may send their requests to the Company by Saturday, 27<sup>th</sup> September 2025, 5:00 p.m. (IST) at [compliance@vertoz.com](mailto:compliance@vertoz.com).
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the above-mentioned information are available on the Company's website at [www.vertoz.com](http://www.vertoz.com).

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as applicable has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be, members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFinTech in case the shares are held in physical form.
19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
22. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC on its behalf and to vote either through remote e-voting or during the AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution/Authorization shall be sent electronically through registered email ids to the Company at [compliance@vertoz.com](mailto:compliance@vertoz.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and the Scrutiniser at [umashankar.hegde@gmail.com](mailto:umashankar.hegde@gmail.com).

### 23. Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [compliance@vertoz.com](mailto:compliance@vertoz.com).

### 24. Unclaimed Dividend:

Members are requested to note that as per Section 124(5) of the Companies Act, 2013, Dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transferring the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. KFin Technologies Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

## INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

### A. VOTING THROUGH ELECTRONIC MEANS:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and sub-regulation (1) & (2) of Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as voting at the AGM through VC ("e-voting at the AGM") will be provided by Company's Registrar and Transfer Agent i.e. M/s KFin Technologies Limited. The instructions for remote e-voting and facility for those members participating in the AGM to cast vote through e-voting system during the AGM are given in the Notice.
- b) The remote e-voting period commences on Thursday, 25<sup>th</sup> September 2025 (9:00 a.m. IST) and ends on Monday, 29<sup>th</sup> September 2025 (5:00 p.m. IST). During this period, members holding shares either in physical form or in demat form, as on Tuesday, 23<sup>rd</sup> September 2025 (i.e. "Cut-off" Date), may cast their vote electronically.

|                                                                                               |      |                                                                 |
|-----------------------------------------------------------------------------------------------|------|-----------------------------------------------------------------|
| Day, date and time of commencement of remote e-voting                                         | From | <b>Thursday, 25<sup>th</sup> September 2025 (9:00 a.m. IST)</b> |
| Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed | To   | <b>Monday, 29<sup>th</sup> September 2025 (5:00 p.m. IST)</b>   |

- c) The remote e-voting module shall be disabled by KFintech for voting thereafter. Those members, who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- e) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is also offering a facility for voting by way of “Insta Poll” at the AGM for the members attending the meeting who have not cast their vote by remote e-voting. If a member cast votes by both modes i.e. remote e-voting and Insta Poll at the AGM, then voting done through remote e-voting shall prevail and Insta Poll shall be treated as invalid.

**B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW - APPLICABLE FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:**

Members whose e-mail IDs are registered with the Company / DPs will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- b. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on “LOGIN”.
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to log in again with the new credentials.
- f. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Vertoz Limited’ and click on “Submit”.

- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. In case you do not desire to cast your vote, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

**C. THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email ids in their demat accounts in order to access e-voting facility

**Option 1 – Login through Depositories**

| <b>NSDL</b>                                                                                                                                                          | <b>CDSL</b>                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>For OTP based login:</b>                                                                                                                                          | <b>Members who have already registered and opted for Easi / Easiest to follow below steps:</b>                               |
| Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>                                                                                       | Go to URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> ; |
| Enter 8-digit DP ID, 8-digit client ID, PAN No., verification code and generate OTP for login.                                                                       | or                                                                                                                           |
| Enter the OTP received on registered mobile number/email id and click on log in.                                                                                     | URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi.             |
| After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.                                             | Login with user id and password.                                                                                             |
| Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e- | The option will be made available to reach e-voting page without any further authentication.                                 |

|                                                                                                                                                                                                 |                                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| voting period or joining virtual meeting & voting during the meeting.                                                                                                                           |                                                                                                                                                     |
| <b>Members who have already registered and opted for IDeAS facility to follow below steps:</b>                                                                                                  | Click on Company name or e-voting service provider name to cast your vote during the remote e-voting period.                                        |
| Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>                                                                                                                  |                                                                                                                                                     |
| Click on the “Beneficial Owner” icon under ‘IDeAS’ section.                                                                                                                                     |                                                                                                                                                     |
| On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-voting”                                                                         |                                                                                                                                                     |
| Click on the Company name or e-voting service provider and you will be re-directed to e-voting service provider website (i.e. KFintech) for casting the vote during the remote e-voting period. |                                                                                                                                                     |
|                                                                                                                                                                                                 |                                                                                                                                                     |
| <b>User not registered for IDeAS e-Services</b>                                                                                                                                                 | <b>User not registered for Easi/Easiest</b>                                                                                                         |
| To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”)                                                             | Option to register is available at: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> |
| Or                                                                                                                                                                                              | Proceed with completing the required fields                                                                                                         |
| <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>                                                                   |                                                                                                                                                     |
| Proceed with completing the required fields.                                                                                                                                                    |                                                                                                                                                     |
|                                                                                                                                                                                                 |                                                                                                                                                     |
| <b>First-time users can visit the e-voting website directly and follow the process below:</b>                                                                                                   | <b>First-time users can visit the e-voting website directly and follow the process below:</b>                                                       |
| Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>                                                                                                            | Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>                                                                                 |
| Click on the icon “Login” which is available under ‘Shareholder/Member’ section.                                                                                                                | Click on the icon “E-voting”                                                                                                                        |
| Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.                                                                 | Provide Demat Account Number and PAN No.                                                                                                            |
|                                                                                                                                                                                                 | System will authenticate user by sending OTP on registered Mobile & Email ID as recorded in the demat Account.                                      |
| Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.                                                                               | After successful authentication, the user will be provided links for the respective ESP where the e-voting is in progress.                          |
| Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider                                                                             | Click on the Company name and you will be redirected to e-voting service provider website                                                           |

|                                                                                  |                                                                          |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| website (i.e. KFintech) for casting your vote during the remote e-voting period. | (i.e. KFintech) for casting your vote during the remote e-voting period. |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------|

**Option 2 - Login through Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-voting service provider name and you will be redirected to e-voting service provider website of KFintech for casting your vote during the remote e-voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website. For any technical issues, members may contact as below:

| <b>NSDL</b>                                                                                                                                    | <b>CDSL</b>                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| NSDL helpdesk by email to: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 or 1800 22 44 30 | CDSL helpdesk by email to: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022-23058738, 23058542-43 |

I. Voting at the AGM: Those members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the meeting. Members who have already cast their votes by remote e-voting are eligible to attend the meeting. However, those members are not entitled to cast their vote again at the meeting.

II. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes i.e., voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

**Other Instructions:**

a. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Tuesday, 23<sup>rd</sup> September 2025, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

b. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e. Tuesday, 23<sup>rd</sup> September 2025, may obtain the login ID and password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:



MYEPWD <SPACE>

IN12345612345678

2. Example for CDSL:

MYEPWD <SPACE>

1402345612345678

3. Example for Physical:

MYEPWD <SPACE>

XXXX1234567890

(XXXX being E-voting Event Number)

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click

“Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com/> or call KFintech on Toll- Free No. 1-800-309-4001.

iv. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, KFintech shall endeavor to send User ID and Password to those new members whose e-mail IDs are available.

c. The Board of Directors has appointed Ms. Kiran Sharma (FCS 4942 COP No. 3116) as a Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

d. **Speaker Registration before AGM:** Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views, during the period starting from Friday, 26<sup>th</sup> September 2025 (9:00 a.m. IST) to Saturday, 27<sup>th</sup> September 2025 (5:00 p.m. IST). For registration, please visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select “Speaker Registration” and mention your e-mail id, mobile number, and city. The Company reserves the right to restrict the number of speakers at the AGM depending on the availability of time for the AGM. Those members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Tuesday, 23<sup>rd</sup> September 2025. Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

e. Due to limitation of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the speaker session & dispense with the speaker registration during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

f. Facility of joining the AGM through VC shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for members on first-come-first-served-basis and the Company may close the window to join the VC facility fifteen (15) minutes after the scheduled time to start the AGM.

g. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' or 'Physical User Reset Password' option available on <https://evoting.kfintech.com> to reset the password.

h. In case of any query pertaining to e-voting, please visit Help & FAQ's section and e-voting user manual available at the download section of <https://evoting.kfintech.com> ("KFintech website") or contact Mr. Raghunath Veedha from KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free number 1-800-309-4001 for any further clarifications.

i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or any other person authorized by him in writing, who shall countersign and declare the same.

j. The voting results declared along with the Scrutinizer's Report(s) will be available on the website of the Company i.e. <https://vertoz.com> and on the website of the RTA at <https://evoting.kfintech.com> and will be communicated to the National Stock Exchange of India Limited (NSE) within two working days from the conclusion of the AGM.

**INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (AGM) AND E-VOTING DURING THE AGM:**

a. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab "video conference" and using their e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the "Video Conference" tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquette to join the meeting. Please note that the members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

b. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and maybe closed after the expiry of 15 minutes after such scheduled time.

c. The e-voting window shall be activated upon instructions of the Chairperson during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the Instapoll page. Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

d. Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.



e. Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from mobile devices or Tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

f. Post your Question: Members, who may want to express their views or post questions with regard to the accounts or any matter to be placed at the AGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login select “Post Your Question” option to post their queries in the window provided. The window shall remain active from Friday, 26<sup>th</sup> September 2025 (9:00 a.m. IST) till Saturday, 27<sup>th</sup> September 2025 (5:00 p.m. IST).

g. Please note that questions of only those members will be entertained/considered who are holding shares of Company as on the cut-off date i.e. Tuesday, 23<sup>rd</sup> September 2025.

h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [emeetings@kfintech.com](mailto:emeetings@kfintech.com).

**Registered Office:**

602, Avior, Nirmal Galaxy,  
Opp. Johnson & Johnson, LBS Road,  
Mulund (West), Mumbai – 400 080.  
CIN: L74120MH2012PLC226823  
Email: [compliance@vertoz.com](mailto:compliance@vertoz.com)  
Website: [www.vertoz.com](http://www.vertoz.com)

**By Order of the Board**

**Sd/-**  
**Zill Shah**  
**Company Secretary & Compliance Officer**  
**ACS No.: A51707**  
**05<sup>th</sup> September 2025**  
**Mumbai**

**Additional Information with respect to Item No. 2**

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting:**

Mr. Ashish Rasiklal Shah, is the Non-Executive Director of the Company and is associated with the Company since 13<sup>th</sup> February 2012. His expertise is in the field of Business Administration.

He is being Non-Executive Director of the Company, who is liable for retirement by rotation and has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings [SS-2] is given hereunder:

|                  |                             |
|------------------|-----------------------------|
| Name of Director | Ashish Rasiklal Shah        |
| DIN              | 00092787                    |
| Date of Birth    | 16 <sup>th</sup> June, 1981 |

|                                                                                                                                                                                                               |                                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age                                                                                                                                                                                                           | 44 years                                                                                                                                                                                           |
| Nationality                                                                                                                                                                                                   | Indian                                                                                                                                                                                             |
| Nature of expertise in specific functional Area                                                                                                                                                               | Business/ Domain Expertise                                                                                                                                                                         |
| Date of Original Appointment                                                                                                                                                                                  | 13 <sup>th</sup> February, 2012                                                                                                                                                                    |
| No. of Equity Shares held in the Company as on the date of this Notice                                                                                                                                        | 2,19,60,648 Equity Shares                                                                                                                                                                          |
| Disclosure of relationship between Director inter-se                                                                                                                                                          | Brother of Mr. Hirenkumar Rasiklal Shah and Brother-in-law of Mrs. Dimple Hirenkumar Shah                                                                                                          |
| Educational Qualification & Expertise in Specific Functional area                                                                                                                                             | M.Com Part-1                                                                                                                                                                                       |
| Brief Profile                                                                                                                                                                                                 | Ashish Shah is the Promoter of the Company and has been associated with us since inception. He has around 20 years of experience in the business and industry. He looks after overseas operations. |
| Terms and conditions of appointment/ reappointment                                                                                                                                                            | As may be decided by the Board                                                                                                                                                                     |
| No. of board meetings attended during the financial year 2024-25                                                                                                                                              | 1                                                                                                                                                                                                  |
| Remuneration Sought to be paid                                                                                                                                                                                | NA                                                                                                                                                                                                 |
| Remuneration Last Paid                                                                                                                                                                                        | Ashish Shah has not received any remuneration in his capacity as Non-Executive Director                                                                                                            |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; along with listed entities from which the person has resigned in the past three years | Nil                                                                                                                                                                                                |
| Chairman/Member of the committee of the Board of Directors of the Company                                                                                                                                     | Nil                                                                                                                                                                                                |
| Chairman/member of the Committee of the Board of Directors of the Other Companies                                                                                                                             | Nil                                                                                                                                                                                                |

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

**Additional Information with respect to Item No. 03****Appointment of Secretarial Auditor:**

This explanatory statement is furnished in compliance with Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In consonance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred to as "the Act"), it is incumbent upon every listed company, as well as other specified classes of companies, to annex to the Board's Report—prepared under Section 134(3) of the Act—a Secretarial Audit Report issued by a Practicing Company Secretary.

Moreover, pursuant to the recent amendments to Regulation 24A of the SEBI Listing Regulations, it is now a mandatory requirement for every listed entity to undertake a Secretarial Audit and incorporate the Secretarial Audit Report as an annexure to its Annual Report.

Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. U. Hegde & Associates, Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. U. Hegde & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. U. Hegde & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

With experience of more than fifteen (15) years, M/s U. Hegde & Associates, Company Secretaries, is headed by Mr. Umashankar K. Hegde. He is an Associate Member of The Institute of Company Secretaries of India (ICSI). He started his firm in the year 2012 after employment as Company Secretary with various corporates including Listed Company, a real estate Company of a repute and a Stock exchange and has been growing remarkably. Mr. Umashankar has thorough knowledge in the areas of Corporate Law Shareholder's compliances, Agreement/Joint Ventures, Preferential Issue of Listed Company, Legal Drafting, Takeover Regulations and Merger and Amalgamation, Incorporation of Companies, Listing of Equity Shares on Stock Exchange, Corporate Re-structuring, setting up of Legal & Compliance reporting system in a Company, Due Diligence, obtaining In-principal approval for GDR Issue, Passing resolution through Postal Ballot etc.

The terms and conditions of M/s. U. Hegde & Associates appointment include a tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit for the year 2025 is set at 1,15,000/- (Rupees One Lac Fifteen Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. U. Hegde & Associates to conduct the audit effectively. The remuneration for the subsequent years from 2026 to 2030 will also be approved by the Board and/or the Audit Committee which shall be decided considering changes in scope of audit and to meet inflationary costs of providing the audit service. The Company will seek Shareholder's



approval only in case there is a material change in the remuneration of Secretarial Auditor owing to significant enhancement in scope of work.

The requirement for a Secretarial Audit became applicable to the Company from the financial year 2017-2018. M/s. U. Hegde & Associates was appointed as the Secretarial Auditor from year 2018-2019. This appointment took place before the implementation of the five-year term requirement.

M/s. U. Hegde & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. U. Hegde & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends a resolution for approval by the Members, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**Registered Office:**

602, Avior, Nirmal Galaxy,  
Opp. Johnson & Johnson, LBS Road,  
Mulund (West), Mumbai – 400 080.  
CIN: L74120MH2012PLC226823  
Email: [compliance@vertoz.com](mailto:compliance@vertoz.com)  
Website: [www.vertoz.com](http://www.vertoz.com)

**By Order of the Board**

**Sd/-**

**Zill Shah**

**Company Secretary & Compliance Officer**

**ACS No.: A51707**

**05<sup>th</sup> September 2025**

**Mumbai**